

If a vacancy occurs in the board of directors, the remaining directors shall elect a director to fill the vacancy for the remainder of the term for which the vacating director was elected.

(d) Quorum. — A majority of the board of directors shall constitute a quorum.

(e) Spouses holding joint membership. — If a husband and wife hold a joint membership in a cooperative, either one, but not both, may be elected a director.

(f) Powers. — The board of directors may exercise all of the powers of a cooperative not conferred upon the members by this act or its articles of incorporation or bylaws.

13. Districts.

The bylaws may provide for the division of the territory served or to be served by a cooperative into two or more districts for any purpose, including, without limitation, the nomination and election of directors. In such case the bylaws shall prescribe the boundaries of the districts, or the manner of establishing such boundaries, and the manner of changing such boundaries, and the manner in which such districts shall function. No member at any district meeting shall vote by proxy or by mail.

14. Officers.

The directors shall elect annually from their own number a [president] CHAIRMAN and one or more [vice-presidents] VICE-CHAIRMEN. They shall also elect a secretary and a treasurer, who need not be directors or members and they may combine the two latter offices and designate the combined office as secretary-treasurer. The board of directors may also elect or appoint such other officers, agents, or employees as it deems necessary or advisable and shall prescribe their powers and duties. Any officer may be removed from office and his successor elected in the manner prescribed in the bylaws.

15. Amendment of articles of incorporation.

A cooperative may amend its articles of incorporation by complying with the following requirements: The proposed amendment shall be presented to a meeting of the members, the notice of which shall set forth or have attached thereto the proposed amendment. If the proposed amendment, with any changes, is approved by the affirmative vote of not less than two-thirds of those members voting thereon at such meeting, articles of amendment shall be executed and acknowledged on behalf of the cooperative by its [president or vice-president] CHAIRMAN OR VICE-CHAIRMAN and its seal shall be affixed thereto and attested by its secretary. The articles of amendment shall recite that they are executed pursuant to this act and shall state: (1) the name of the cooperative; (2) the address of its principal office; and (3) the amendment to its articles of incorporation. The [president or vice-president] CHAIRMAN OR VICE-CHAIRMAN executing such articles of amendment shall make and annex thereto an affidavit stating that the provisions of this section in respect of the amendment set forth in such articles were duly complied with.